

Hearing Date and Time: July 16, 2009 at 10:00 a.m., E.T.
Objection Deadline: June 29, 2009 at 4:00 p.m., E.T.

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
Old Carco LLC : Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), *et al.*,¹ : (Jointly Administered)
Debtors. :
-----x

**NOTICE OF HEARING ON
FIFTH OMNIBUS MOTION OF DEBTORS AND
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

¹ A second amended list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) (Docket No. 3945) and can also be found at www.chryslerrestructuring.com.

1. A hearing to consider the Fifth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"), filed by the above-captioned debtors and debtors in possession (the "Debtors"), shall be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **July 16, 2009, at 10:00 a.m. (New York time)**.

2. Objections, if any, to the relief sought in the Motion must be made in writing, with a hard copy to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), so as to be actually received by the parties on the Special Service List (as defined in the Case Management Order) and the parties to the executory contracts sought to be affected not later than **4:00 p.m. (New York time) on June 29, 2009** (the "Objection Deadline").

3. If no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Court an order substantially in the form attached to the Motion, which order shall be submitted and may be entered with no further notice or opportunity to be heard offered to any party.

4. Copies of the Motion, the Case Management Order and the Special Service List may be obtained from the Court's website at <http://ecf.nysb-mega.uscourts.gov> or, free of charge, at www.chryslerrestructuring.com.

Dated: June 17, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball
Corinne Ball
Veerle Roovers
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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

Hearing Date and Time: July 16, 2009 at 10:00 a.m., E.T.
Objection Deadline: June 29, 2009 at 4:00 p.m., E.T.

**PARTIES RECEIVING THIS FIFTH OMNIBUS MOTION SHOULD LOCATE
THEIR NAMES AND THEIR CONTRACTS IN THE ATTACHED EXHIBIT A**

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In re : Chapter 11
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Old Carco LLC : Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), *et al.*,¹ :
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Debtors. : (Jointly Administered)
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¹ A second amended list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) (Docket No. 3945) and can also be found at www.chryslerrestructuring.com.

**FIFTH OMNIBUS MOTION OF DEBTORS AND
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS**

TO THE HONORABLE ARTHUR J. GONZALEZ,
UNITED STATES BANKRUPTCY JUDGE:

Old Carco LLC f/k/a Chrysler LLC ("Old Carco") and its affiliated debtors and debtors in possession (collectively with Old Carco, the "Debtors") respectfully represent as follows:

Background

1. On April 30, 2009 (the "Petition Date"), Old Carco and 24 of its affiliated Debtors (collectively, the "Original Debtors") commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On May 19, 2009, Debtor Alpha Holding LP ("Alpha") commenced its reorganization case by filing a voluntary petition under chapter 11 of the Bankruptcy Code. By orders of the Court (Docket Nos. 97 and 2188), the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly.

2. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On May 5, 2009, the Office of the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors, pursuant to section 1102 of the Bankruptcy Code.

4. As of the Petition Date, the Debtors and their nondebtor direct and indirect subsidiaries (collectively, the "Old Carco Companies") comprised one of the world's largest manufacturers and distributors of automobiles and other vehicles, together with related parts and

accessories. On the Petition Date, the Old Carco Companies employed approximately 55,000 hourly and salaried employees worldwide, 70% of whom were based in the United States.

5. For the 12 months ended December 31, 2008, the Old Carco Companies recorded revenue of more than \$48.4 billion and had assets of approximately \$39.3 billion and liabilities totaling \$55.2 billion.

6. In connection with the commencement of these cases, Old Carco and its Debtor subsidiaries, Fiat S.p.A. ("Fiat") and New Chrysler (as defined below) entered into a Master Transaction Agreement dated as of April 30, 2009 (as amended and collectively with other ancillary and supporting documents, the "Purchase Agreement"). The Purchase Agreement provided, among other things, that: (a) Old Carco would transfer the majority of its operating assets to New CarCo Acquisition LLC n/k/a Chrysler Group LLC ("New Chrysler"), a newly established Delaware limited liability company formed by Fiat; and (b) in exchange for those assets, New Chrysler would assume certain liabilities of Old Carco and pay to Old Carco \$2 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction"). On May 3, 2009, the Original Debtors filed a motion to approve the Fiat Transaction or a similar transaction with a competing bidder (Docket No. 190).

7. On May 31, 2009, this Court issued: (a) an Opinion Granting the Debtors' Motion Seeking Authority to Sell, Pursuant to § 363, Substantially All of the Debtors' Assets (Docket No. 3073) (the "Sale Opinion"); and (b) an Opinion and Order Regarding Emergency Economic Stabilization Act of 2008 and Troubled Asset Relief Program (Docket Nos. 3074 and 3229) (together with the Sale Opinion, the "Opinions"). On June 1, 2009 and consistent with the Sale Opinion, this Court entered an Order authorizing the Fiat Transaction (Docket No. 3232) (the

"Sale Order").² On June 5, 2009, the United States Court of Appeals for the Second Circuit affirmed the Opinions and the Sale Order. Consistent with the Sale Order, the Fiat Transaction was consummated on June 10, 2009.

Jurisdiction

8. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

9. Pursuant to section 365 of the Bankruptcy Code and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors hereby seek the entry of an order authorizing them to reject the executory contracts (collectively, the "Contracts"),³ identified on Exhibit A attached hereto and incorporated herein by reference, with the parties identified on Exhibit A (collectively, the "Non-Debtor Counterparties") effective as of the date hereof.⁴

Facts Relevant to This Motion

10. The Debtors have engaged in a review of certain of their executory supplier contracts. As a result of their review, the Debtors have determined that the Contracts identified on Exhibit A are neither necessary nor valuable to their estates and will not be assumed and assigned as part of the Fiat Transaction.

² Capitalized terms not otherwise defined herein have the meanings giving to them in the Sale Order or the Bidding Procedures Order (as defined in the Sale Order).

³ Each Contract includes any modifications, amendments, addenda or supplements thereto or restatements thereof.

⁴ For each Contract, Exhibit A includes: (a) the names and addresses of the Non-Debtor Counterparties to the Contracts; (b) the specific supplier codes associated with each of the Non-Debtor Counterparties; and (c) the specific purchase order numbers associated with each of the Contracts.

11. Each of the Contracts is an "executory contract" within the meaning of section 365 of the Bankruptcy Code, capable of being rejected by the Debtors. To the extent that any Contract already has expired or been terminated, it is included herein out of an abundance of caution.

Argument

12. Section 365(a) of the Bankruptcy Code provides that a debtor, "subject to the court's approval, may assume or reject any executory contract or unexpired lease." 11 U.S.C. § 365(a). Courts routinely approve motions to assume, assume and assign or reject executory contracts upon a showing that the debtor's decision to take such action will benefit the debtor's estate and is an exercise of sound business judgment. See Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.), 4 F.3d 1095, 1099 (2d Cir. 1993) (stating that section 365 of the Bankruptcy Code "permits the trustee or debtor-in-possession, subject to the approval of the bankruptcy court, to go through the inventory of executory contracts of the debtor and decide which ones it would be beneficial to adhere to and which ones it would be beneficial to reject."); see also NLRB v. Bildisco & Bildisco, 465 U.S. 513, 523 (1984) (stating that the traditional standard applied by courts to authorize the rejection of an executory contract is that of "business judgment"); In re Gucci, 193 B.R. 411, 415 (S.D.N.Y. 1996) ("A bankruptcy court reviewing a trustee's decision to assume or reject an executory contract should apply its 'business judgment' to determine if it would be beneficial or burdensome to the estate to assume it.").

13. Courts generally will not second-guess a debtor's business judgment concerning the assumption or rejection of an executory contract. See In re Riodizio, Inc., 204 B.R. 417, 424 (Bankr. S.D.N.Y. 1997) ("[A] court will ordinarily defer to the business judgment of the debtor's management"); accord Phar-Mor, Inc. v. Strouss Bldg. Assocs., 204 B.R. 948, 951-52 (Bankr. N.D. Ohio 1997) ("Whether an executory contract is 'favorable' or

'unfavorable' is left to the sound business judgment of the debtor Courts should generally defer to a debtor's decision whether to reject an executory contract."). The "business judgment" test is not a strict standard; it merely requires a showing that either assumption or rejection of the executory contract will benefit a debtor's estate. See, e.g., Bregman v. Meehan (In re Meehan), 59 B.R. 380, 385 (E.D.N.Y. 1986) ("The business judgment test is a flexible one The primary issue under the business judgment test is whether rejection of the contract would benefit general unsecured creditors."); In re Helm, 335 B.R. 528, 538 (Bankr. S.D.N.Y. 2006) ("To meet the business judgment test, the debtor in possession must establish that rejection will benefit the estate."); Westbury Real Estate Ventures, Inc. v. Bradlees, Inc. (In re Bradlees Stores, Inc.), 194 B.R. 555, 558 n.1 (Bankr. S.D.N.Y. 1996) ("In reviewing a debtor's decision to assume or reject an executory contract, the court must examine the contract and circumstances and apply its best 'business judgment' to determine if the assumption or rejection would be beneficial or burdensome to the estate.").

14. As noted above, New Chrysler has determined not to accept an assignment of the Contracts in connection with the Fiat Transaction. In accordance with the Contract Procedures established by the Court, the Contracts have been listed as "Excluded Agreements" under the Purchase Agreement in an Assignment Notice, a Confirmation Notice or both. In addition, following the consummation of the Fiat Transaction, the Debtors are in the process of winding down their business affairs and have no further need for the goods or services that otherwise would be provided pursuant to the Contracts. As such, the Debtors have determined that the Contracts provide no ongoing benefits to their estates. Moreover, the Debtors have determined that the Contracts do not have any realizable value in the marketplace.

15. Courts that have permitted retroactive rejection generally have permitted rejection of an executory contract to be effective as of the date on which the nondebtor party to the

executory contract was given definitive notice of the debtor's intent to reject. See, e.g., In re Loewen Group Int'l, Inc., No. 99 1244 (PJW) (Bankr. D. Del. Aug. 18, 2000) (authorizing rejection effective as of the date of the filing of the rejection motion). Generally, the Non-Debtor Counterparties received notice of the Debtors' intent to reject the Contracts upon the filing and service of this Motion. In addition, on or about the date of the filing of this Motion by separate letter, a form of which is attached hereto as Exhibit B, New Chrysler notified the Non-Debtor Counterparties of the filing of this Motion and the Debtors' intent to reject the Contracts.

16. Accordingly, in the sound exercise of their business judgment, the Debtors have determined that the rejection of the Contracts, pursuant to section 365 of the Bankruptcy Code, effective as of the date of this Motion, is in the best interests of their estates and stakeholders.

Notice

17. No trustee or examiner has been appointed in these chapter 11 cases. In accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), entered on May 12, 2009, notice of this Motion has been given to the parties identified on the General Service List and the Special Service List (as such terms are identified in the Case Management Order), and to the Non-Debtor Counterparties to the Contracts identified in Exhibit A. The Debtors submit that no other or further notice need be provided.

No Prior Request

18. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order substantially in the form attached hereto as Exhibit C, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: June 17, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball
Corinne Ball
Veerle Roovers
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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT A

SUPPLIER NAME AND ADDRESS	SUPPLIER CODE	REJECTED PURCHASE ORDER
ACUMENT GLOBAL TECHNOLOGIES NA 840 W LONG LAKE SUITE 450 TROY, MI 48098	26278	O3587090 O6586015
RELATED SUPPLIER: RING SCREW LLC (38303)		
ADAC PLASTIC INC 5920 TAHOE DRIVE GRAND RAPIDS, MI 49546	53907	O3255074 O3255075 O7255107 O7255109
ADCO GLOBAL INC 1175 DIAMOND AVENUE EVANSVILLE, IN 47711		
RELATED SUPPLIER: ADCO PRODUCTS INC (81005)		
ADMIRAL TOOL & MANUFACTURING 38010 AMRHEIN RD LIVONIA, MI 48150	14864	O7515095
ADVANCED ACCESSORY SYSTEMS LLC 12900 HALL ROAD SUITE 200 STERLING HEIGHTS, MI 48313	29446	O3218043
RELATED SUPPLIER: ADVANCED ACCESSORY SYSTEMS LLC (65507)		
ANCHOR MANUFACTURING GROUP INC 12200 BROOKPARK ROAD CLEVELAND, OH 441301146	46040	O4128997
ARVINMERITOR 2135 WEST MAPLE ROAD TROY, MI 480847186	44558	O4251134
RELATED SUPPLIER: ARVINMERITOR-LIGHT VEHICLE SYSTEMS (83664)		
AVON RUBBER PLC AVON POLYMERES FRANCE SAS Z I DU PRAT BP 188 VANNES 56005 FRANCE	95658	O4417202 O4532096
RELATED SUPPLIER: AVON AUTOMOTIVE (24462)		
BASF AKTIENGESELLSCHAFT GASURITSTRASSE 1 BLDG D403 D 48165 MUENSTER GERMANY	73811	O0292004 O5292003
RELATED SUPPLIER: AUTOMOTIVE OEM COATINGS-PAB (20088)		
BATES ACQUISITION LLC 118 ROSE STREET LOBELVILLE, TN 37097	34611	O7414084 O7414085
BEHR GMBH MAUSERSTRASSE 3 STUTTGART 70469 GERMANY	40494	O5703018 O5703019
RELATED SUPPLIER: BEHR AMERICA INC (40482)		
BENTELER-AG PROL AV DEFENSORES DE LA REP 999 ZONA INDUST NORTE CP PUEBL, PUE 72260 MEXICO	23858	O7206014 O7206016 O7206018 O7206022
RELATED SUPPLIER: BENTELER AUTOMOTIVE (49587)		

SUPPLIER NAME AND ADDRESS	SUPPLIER CODE	REJECTED PURCHASE ORDER
BENTELER-AG PROL AV DEFENSORES DE LA REP 999 ZONA INDUST NORTE CP PUEBL, PUE 72260 MEXICO	23858	O5206002 O5206015
RELATED SUPPLIER: BENTELER AUTOMOTIVE - PAY AS BUILT (50568)		
BLACK & DECKER CORPORATION THE 701 E JOPPA ROAD TOWSON, MD 212045502	18388	O4587011
RELATED SUPPLIER: EMHART FASTENING TEKNOLOGIES (96322)		
BLACK & DECKER CORPORATION THE 701 E JOPPA ROAD TOWSON, MD 212045502	18388	O3586067
RELATED SUPPLIER: POP FASTENERS DIVISION (38768)		
BLUE WATER AUTOMOTIVE SYSTEMS INC 1515 BUSHA HIGHWAY P O BOX 129 MARYSVILLE, MI 480401754	55667	O6594019
RELATED SUPPLIER: BLUE WATER AUTO SYS INC - PT HURON (37983)		
BLUE WATER AUTOMOTIVE SYSTEMS INC 1515 BUSHA HIGHWAY P O BOX 129 MARYSVILLE, MI 480401754	55667	O3599001
RELATED SUPPLIER: BLUE WATER AUTO SYS INC - RANGE RD (77853)		
BLUE WATER AUTOMOTIVE SYSTEMS INC 1515 BUSHA HIGHWAY P O BOX 129 MARYSVILLE, MI 480401754	55667	O4599011 O4599012 O4599014
RELATED SUPPLIER: BLUE WATER AUTO SYS INC - WHITING (20776)		
CLIPS & CLAMPS INDUSTRIES 15050 KEEL STREET PLYMOUTH, MI 481706032	23544	O3582025
COLLINS & AIKMAN PRODUCTS CO 150 STEPHENSON HWY TROY, MI 48083	18152	O4505056
RELATED SUPPLIER: COLLINS & AIKMAN AUTO TRIM INC (48876)		
COLLINS & AIKMAN PRODUCTS CO 150 STEPHENSON HWY TROY, MI 48083	18152	O3505085 O3505086 O3505087
RELATED SUPPLIER: COLLINS & AIKMAN AUTO TRIM- GUELPH (19285)		O7564053
COLLINS & AIKMAN PRODUCTS CO 150 STEPHENSON HWY TROY, MI 48083	18152	O5505081 O5505083
RELATED SUPPLIER: COLLINS & AIKMAN AUTO TRIM- PT HOPE (43529)		

SUPPLIER NAME AND ADDRESS	SUPPLIER CODE	REJECTED PURCHASE ORDER
CONTINENTAL AG JAEDEKAMP 30 P O BOX 169 HANNOVER D-30419 GERMANY	31169	O8232085 O8232086 O9232033
RELATED SUPPLIER: CONTINENTAL AUTOMOTIVE HUNTSVILLE (53956)		
COOPER-STANDARD AUTOMOTIVE 39550 ORCHARD HILL PLACE NOVI, MI 48375	46739	O9542002
RELATED SUPPLIER: COOPER STANDARD AUTO FLUID SYS DIV (97252)		
COOPER-STANDARD AUTOMOTIVE 39550 ORCHARD HILL PLACE NOVI, MI 48375	46739	O7556042
RELATED SUPPLIER: COOPER-STANDARD AUTOMOTIVE CANADA (59823)		
COOPER-STANDARD AUTOMOTIVE 39550 ORCHARD HILL PLACE NOVI, MI 48375	46739	O7414007 O7414009 O7414010 O7414014
RELATED SUPPLIER: COOPER-STANDARD AUTOMOTIVE INC (24861)		
CREATIVE FOAM CORPORATION 300 NORTH ALLOY DRIVE FENTON, MI 484302649	27698	O3204048 O3204050 O3204064
CUMMINS ENGINE COMPANY INC 500 JACKSON STREET P O BOX 3005 COLUMBUS, IN 472023005	58179	LIGHT DUTY DIESEL ENGINE SOURCING 2010 1/2 MODEL YEAR, JUNE 22, 2007
CURTIS-WRIGHT CORPORATION 1 PASSAIC ST WOOD RIDGE, NJ 070751099	23941	O9449001
RELATED SUPPLIER: METAL IMPROVEMENT COMPANY (65900)		
DAKKOTA INTEGRATED SYSTEMS LLC 1875 HALLOWAY DRIVE HOLT, MI 48842	51088	O8564102
RELATED SUPPLIER: DAKKOTA INTEGRATED SYSTEMS LLC PAB (59967)		
DELPHI AUTOMOTIVE SYSTEMS 5725 DELPHI DRIVE TROY, MI 480982815	16646	O5268006
RELATED SUPPLIER: DELPHI DELCO ELECTRONICS SYSTEMS (33016)		
DELPHI AUTOMOTIVE SYSTEMS 5725 DELPHI DRIVE TROY, MI 480982815	16646	O7424030 O7424031 O7424032
RELATED SUPPLIER: DELPHI SAGINAW STEERING SYSTEMS (82042)		O7442021 O7442022

SUPPLIER NAME AND ADDRESS	SUPPLIER CODE	REJECTED PURCHASE ORDER
DENSO CORPORATION 11 SHOWA CHO KARIYA CITY AICHI PREFECTURE JAPAN	69196	O3207020 O3207021 O3207022 O3207024 O3207028 O3559022 O5706008
RELATED SUPPLIER: DENSO INTERNATIONAL AMERICA INC (70113)		
DIVERSIFIED CHEMICAL TECHNOLOGIES 15477 WOODROW WILSON DETROIT, MI 482381598	22431	O5253058
RELATED SUPPLIER: COAT IT INC (15615)		
DOW CHEMICAL COMPANY THE 2030 DOW CENTER MIDLAND, MI 48674	30549	O7253104
RELATED SUPPLIER: DOW AUTOMOTIVE BUSINESS UNIT (51933)		
DUPONT QUIMICA DE VENEZUELA, C.A. URB. NO. CARABOBO FINAL 9NA TRANSV VALENCIA, CARABO BO VENEZUELA	24265	O8115017
DURA AUTOMOTIVE SYSTEMS INC 2791 RESEARCH DRIVE ROCHESTER HILLS, MI 48309	30651	O3522005
EMCON TECHNOLOGIES LLC 950 W 450 S BUILDING 3 COLUMBUS, IN 47201	10832	O9551006
FABRISTEEL MANUFACTURING 7845 MIDDLEBELT ROAD ROMULUS, MI 481742132	55054	O4586003
FAURECIA 2 RUE HENNAPE NANTERRE CEDEX 92735 FRANCE	55086	JS COMMERCIAL AGREEMENT DATED FEBRUARY 5, 2004 KA DOOR MODULE COMMERCIAL AGREEMENT KK COMMERCIAL AGREEMENT PT-44 2006 COMMERCIAL AGREEMENT
RELATED SUPPLIER: FAURECIA (52879)		
FLEX-N-GATE CORPORATION 1306 E UNIVERSITY P O BOX 727 URBANA, IL 61801	65620	O3209010
RELATED SUPPLIER: SEEBURN (86364)		
FORM TECH INDUSTRIES LLC 2727 W 14 MILE ROAD ROYAL OAK, MI 480731794	11000	O4432214
GKN PLC P O BOX 55 IPSLEY HO IPSLEY CHURCH REDDITCH, WORCS B980TL UNITED KINGDOM	93917	O4442008
RELATED SUPPLIER: GKN AUTOMOTIVE INC (45526)		
GLOBAL AUTOMOTIVE SYSTEMS LLC 215 S CENTER ST ROYAL OAK, MI 48067	90334	O4132619 O7137045
RELATED SUPPLIER: GLOBAL AUTOMOTIVE SYSTEMS LLC (91590)		

SUPPLIER NAME AND ADDRESS	SUPPLIER CODE	REJECTED PURCHASE ORDER
GOODYEAR TIRE & RUBBER 1144 EAST MARKET STREET AKRON, OH 443160002	21773	O3534767 O6537008 O7537010
RELATED SUPPLIER: GOODYEAR TIRE & RUBBER TIRES (40732)		
GUARDIAN INDUSTRIES CORPORATION 23751 AMBER SUITE 100 WARREN, MI 480892647	44270	O3218046 O3218047 O3218049 O3218050 O3218051 O4217091 O5217040
GUARDIAN INDUSTRIES CORPORATION 23751 AMBER SUITE 100 WARREN, MI 480892647	44270	O3283015
RELATED SUPPLIER: SRG GLOBAL INC (11009)		
GUARDIAN INDUSTRIES CORPORATION 23751 AMBER SUITE 100 WARREN, MI 480892647	44270	O8224022
RELATED SUPPLIER: SRG GLOBAL INC (85501)		
HARMAN INTERNATIONAL INDUSTRIES 1101 PENNSYLVANIA AVENUE N W 1010 WASHINGTON, DC 200042504	91544	O3263046
RELATED SUPPLIER: HARMAN/BECKER AUTOMOTIVE SYS - US (36670)		

EXHIBIT B



June 17, 2009

Dear Chrysler LLC Supplier:

As you may be aware, Chrysler LLC (n/k/a Old Carco LLC) and its affiliated debtors (the "Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532, on April 30, 2009. These cases, which are being jointly administered, are referred to as In re Old Carco LLC (f/k/a Chrysler LLC), et al., Case No. 09-50002, and are pending the United States Bankruptcy Court for the Southern District of New York.

The Debtors have filed a motion with the court to reject certain contracts with your company (the "Rejected Contracts"). The Rejected Contracts will not be assumed by Chrysler Group LLC (formerly New CarCo Acquisition LLC).

In connection with operations going forward, Chrysler Group LLC is in the process of updating its payables system. Due to an IT constraint, your company may receive purchase order activity (e.g., amendments) from Chrysler Group LLC with respect to the Rejected Contracts. The reasons for these purchase order changes may include, but are not limited to, Chrysler name changes, price adjustments, clause modifications, and /or contract cancellation (with retroactive effective dates). Please remember that the Rejected Contracts have not been assumed and assigned to Chrysler Group LLC and are being rejected by the Debtors. The Rejected Contracts do not constitute valid sourcing commitments, and any communication you receive from Chrysler Group LLC relating to the Rejected Contracts will be for internal administrative purposes only.

In the event that you require further clarification in this matter, please contact your Chrysler procurement contact.

Sincerely,
Global Sourcing Management
Chrysler Group LLC

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
Old Carco LLC : Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), *et al.*, : (Jointly Administered)
Debtors. :
-----X

**FIFTH OMNIBUS ORDER AUTHORIZING THE
REJECTION OF CERTAIN EXECUTORY CONTRACTS**

This matter coming before the Court on the Fifth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances and (d) a sound business purpose exists for the relief granted herein; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

2. The Debtors are authorized to reject the Contracts² identified on the attached Schedule 1, which is incorporated herein by reference, and the Contracts are deemed rejected, pursuant to section 365 of the Bankruptcy Code, effective as of June 16, 2009.

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

² Each of the Contracts includes any modifications, amendments, addenda or supplements thereto or restatements thereof.

SCHEDULE 1

SUPPLIER NAME AND ADDRESS	SUPPLIER CODE	REJECTED PURCHASE ORDER
ACUMENT GLOBAL TECHNOLOGIES NA 840 W LONG LAKE SUITE 450 TROY, MI 48098	26278	O3587090 O6586015
RELATED SUPPLIER: RING SCREW LLC (38303)		
ADAC PLASTIC INC 5920 TAHOE DRIVE GRAND RAPIDS, MI 49546	53907	O3255074 O3255075 O7255107 O7255109
ADCO GLOBAL INC 1175 DIAMOND AVENUE EVANSVILLE, IN 47711		
RELATED SUPPLIER: ADCO PRODUCTS INC (81005)		
ADMIRAL TOOL & MANUFACTURING 38010 AMRHEIN RD LIVONIA, MI 48150	14864	O7515095
ADVANCED ACCESSORY SYSTEMS LLC 12900 HALL ROAD SUITE 200 STERLING HEIGHTS, MI 48313	29446	O3218043
RELATED SUPPLIER: ADVANCED ACCESSORY SYSTEMS LLC (65507)		
ANCHOR MANUFACTURING GROUP INC 12200 BROOKPARK ROAD CLEVELAND, OH 441301146	46040	O4128997
ARVINMERITOR 2135 WEST MAPLE ROAD TROY, MI 480847186	44558	O4251134
RELATED SUPPLIER: ARVINMERITOR-LIGHT VEHICLE SYSTEMS (83664)		
AVON RUBBER PLC AVON POLYMERES FRANCE SAS Z I DU PRAT BP 188 VANNES 56005 FRANCE	95658	O4417202 O4532096
RELATED SUPPLIER: AVON AUTOMOTIVE (24462)		
BASF AKTIENGESELLSCHAFT GASURITSTRASSE 1 BLDG D403 D 48165 MUENSTER GERMANY	73811	O0292004 O5292003
RELATED SUPPLIER: AUTOMOTIVE OEM COATINGS-PAB (20088)		
BATES ACQUISITION LLC 118 ROSE STREET LOBELVILLE, TN 37097	34611	O7414084 O7414085
BEHR GMBH MAUSERSTRASSE 3 STUTTGART 70469 GERMANY	40494	O5703018 O5703019
RELATED SUPPLIER: BEHR AMERICA INC (40482)		
BENTELER-AG PROL AV DEFENSORES DE LA REP 999 ZONA INDUST NORTE CP PUEBL, PUE 72260 MEXICO	23858	O7206014 O7206016 O7206018 O7206022
RELATED SUPPLIER: BENTELER AUTOMOTIVE (49587)		

SUPPLIER NAME AND ADDRESS	SUPPLIER CODE	REJECTED PURCHASE ORDER
BENTELER-AG PROL AV DEFENSORES DE LA REP 999 ZONA INDUST NORTE CP PUEBL, PUE 72260 MEXICO	23858	O5206002 O5206015
RELATED SUPPLIER: BENTELER AUTOMOTIVE - PAY AS BUILT (50568)		
BLACK & DECKER CORPORATION THE 701 E JOPPA ROAD TOWSON, MD 212045502	18388	O4587011
RELATED SUPPLIER: EMHART FASTENING TEKNOLOGIES (96322)		
BLACK & DECKER CORPORATION THE 701 E JOPPA ROAD TOWSON, MD 212045502	18388	O3586067
RELATED SUPPLIER: POP FASTENERS DIVISION (38768)		
BLUE WATER AUTOMOTIVE SYSTEMS INC 1515 BUSHA HIGHWAY P O BOX 129 MARYSVILLE, MI 480401754	55667	O6594019
RELATED SUPPLIER: BLUE WATER AUTO SYS INC - PT HURON (37983)		
BLUE WATER AUTOMOTIVE SYSTEMS INC 1515 BUSHA HIGHWAY P O BOX 129 MARYSVILLE, MI 480401754	55667	O3599001
RELATED SUPPLIER: BLUE WATER AUTO SYS INC - RANGE RD (77853)		
BLUE WATER AUTOMOTIVE SYSTEMS INC 1515 BUSHA HIGHWAY P O BOX 129 MARYSVILLE, MI 480401754	55667	O4599011 O4599012 O4599014
RELATED SUPPLIER: BLUE WATER AUTO SYS INC - WHITING (20776)		
CLIPS & CLAMPS INDUSTRIES 15050 KEEL STREET PLYMOUTH, MI 481706032	23544	O3582025
COLLINS & AIKMAN PRODUCTS CO 150 STEPHENSON HWY TROY, MI 48083	18152	O4505056
RELATED SUPPLIER: COLLINS & AIKMAN AUTO TRIM INC (48876)		
COLLINS & AIKMAN PRODUCTS CO 150 STEPHENSON HWY TROY, MI 48083	18152	O3505085 O3505086 O3505087
RELATED SUPPLIER: COLLINS & AIKMAN AUTO TRIM-GUELPH (19285)		O7564053
COLLINS & AIKMAN PRODUCTS CO 150 STEPHENSON HWY TROY, MI 48083	18152	O5505081 O5505083
RELATED SUPPLIER: COLLINS & AIKMAN AUTO TRIM-PT HOPE (43529)		

SUPPLIER NAME AND ADDRESS	SUPPLIER CODE	REJECTED PURCHASE ORDER
CONTINENTAL AG JAEDEKAMP 30 P O BOX 169 HANNOVER D-30419 GERMANY	31169	O8232085 O8232086 O9232033
RELATED SUPPLIER: CONTINENTAL AUTOMOTIVE HUNTSVILLE (53956)		
COOPER-STANDARD AUTOMOTIVE 39550 ORCHARD HILL PLACE NOVI, MI 48375	46739	O9542002
RELATED SUPPLIER: COOPER STANDARD AUTO FLUID SYS DIV (97252)		
COOPER-STANDARD AUTOMOTIVE 39550 ORCHARD HILL PLACE NOVI, MI 48375	46739	O7556042
RELATED SUPPLIER: COOPER-STANDARD AUTOMOTIVE CANADA (59823)		
COOPER-STANDARD AUTOMOTIVE 39550 ORCHARD HILL PLACE NOVI, MI 48375	46739	O7414007 O7414009 O7414010 O7414014
RELATED SUPPLIER: COOPER-STANDARD AUTOMOTIVE INC (24861)		
CREATIVE FOAM CORPORATION 300 NORTH ALLOY DRIVE FENTON, MI 484302649	27698	O3204048 O3204050 O3204064
CUMMINS ENGINE COMPANY INC 500 JACKSON STREET P O BOX 3005 COLUMBUS, IN 472023005	58179	LIGHT DUTY DIESEL ENGINE SOURCING 2010 1/2 MODEL YEAR, JUNE 22, 2007
CURTIS-WRIGHT CORPORATION 1 PASSAIC ST WOOD RIDGE, NJ 070751099	23941	O9449001
RELATED SUPPLIER: METAL IMPROVEMENT COMPANY (65900)		
DAKKOTA INTEGRATED SYSTEMS LLC 1875 HALLOWAY DRIVE HOLT, MI 48842	51088	O8564102
RELATED SUPPLIER: DAKKOTA INTEGRATED SYSTEMS LLC PAB (59967)		
DELPHI AUTOMOTIVE SYSTEMS 5725 DELPHI DRIVE TROY, MI 480982815	16646	O5268006
RELATED SUPPLIER: DELPHI DELCO ELECTRONICS SYSTEMS (33016)		
DELPHI AUTOMOTIVE SYSTEMS 5725 DELPHI DRIVE TROY, MI 480982815	16646	O7424030 O7424031 O7424032
RELATED SUPPLIER: DELPHI SAGINAW STEERING SYSTEMS (82042)		O7442021 O7442022

SUPPLIER NAME AND ADDRESS	SUPPLIER CODE	REJECTED PURCHASE ORDER
DENSO CORPORATION 11 SHOWA CHO KARIYA CITY AICHI PREFECTURE JAPAN	69196	O3207020 O3207021 O3207022 O3207024 O3207028 O3559022 O5706008
RELATED SUPPLIER: DENSO INTERNATIONAL AMERICA INC (70113)		
DIVERSIFIED CHEMICAL TECHNOLOGIES 15477 WOODROW WILSON DETROIT, MI 482381598	22431	O5253058
RELATED SUPPLIER: COAT IT INC (15615)		
DOW CHEMICAL COMPANY THE 2030 DOW CENTER MIDLAND, MI 48674	30549	O7253104
RELATED SUPPLIER: DOW AUTOMOTIVE BUSINESS UNIT (51933)		
DUPONT QUIMICA DE VENEZUELA, C.A. URB. NO. CARABOBO FINAL 9NA TRANSV VALENCIA, CARABO BO VENEZUELA	24265	O8115017
DURA AUTOMOTIVE SYSTEMS INC 2791 RESEARCH DRIVE ROCHESTER HILLS, MI 48309	30651	O3522005
EMCON TECHNOLOGIES LLC 950 W 450 S BUILDING 3 COLUMBUS, IN 47201	10832	O9551006
FABRISTEEL MANUFACTURING 7845 MIDDLEBELT ROAD ROMULUS, MI 481742132	55054	O4586003
FAURECIA 2 RUE HENNAPE NANTERRE CEDEX 92735 FRANCE	55086	JS COMMERCIAL AGREEMENT DATED FEBRUARY 5, 2004 KA DOOR MODULE COMMERCIAL AGREEMENT KK COMMERCIAL AGREEMENT PT-44 2006 COMMERCIAL AGREEMENT
RELATED SUPPLIER: FAURECIA (52879)		
FLEX-N-GATE CORPORATION 1306 E UNIVERSITY P O BOX 727 URBANA, IL 61801	65620	O3209010
RELATED SUPPLIER: SEEBURN (86364)		
FORM TECH INDUSTRIES LLC 2727 W 14 MILE ROAD ROYAL OAK, MI 480731794	11000	O4432214
GKN PLC P O BOX 55 IPSLEY HO IPSLEY CHURCH REDDITCH, WORCS B980TL UNITED KINGDOM	93917	O4442008
RELATED SUPPLIER: GKN AUTOMOTIVE INC (45526)		
GLOBAL AUTOMOTIVE SYSTEMS LLC 215 S CENTER ST ROYAL OAK, MI 48067	90334	O4132619 O7137045
RELATED SUPPLIER: GLOBAL AUTOMOTIVE SYSTEMS LLC (91590)		

SUPPLIER NAME AND ADDRESS	SUPPLIER CODE	REJECTED PURCHASE ORDER
GOODYEAR TIRE & RUBBER 1144 EAST MARKET STREET AKRON, OH 443160002	21773	O3534767 O6537008 O7537010
RELATED SUPPLIER: GOODYEAR TIRE & RUBBER TIRES (40732)		
GUARDIAN INDUSTRIES CORPORATION 23751 AMBER SUITE 100 WARREN, MI 480892647	44270	O3218046 O3218047 O3218049 O3218050 O3218051 O4217091 O5217040
GUARDIAN INDUSTRIES CORPORATION 23751 AMBER SUITE 100 WARREN, MI 480892647	44270	O3283015
RELATED SUPPLIER: SRG GLOBAL INC (11009)		
GUARDIAN INDUSTRIES CORPORATION 23751 AMBER SUITE 100 WARREN, MI 480892647	44270	O8224022
RELATED SUPPLIER: SRG GLOBAL INC (85501)		
HARMAN INTERNATIONAL INDUSTRIES 1101 PENNSYLVANIA AVENUE N W 1010 WASHINGTON, DC 200042504	91544	O3263046
RELATED SUPPLIER: HARMAN/BECKER AUTOMOTIVE SYS - US (36670)		